



M21468

ACCOUNT NO. : 072100000032

REFERENCE : 269903 4340059

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 87.50

ORDER DATE : February 24, 1997

ORDER TIME : 9:06 AM

700002095007--0

ORDER NO. : 269903-005

CUSTOMER NO: 4340059

CUSTOMER: Ms. Toni A. Clark
Kelley Drye & Warren, LLP
2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

DOMESTIC AMENDMENT FILING

NAME: SPARCO CORPORATION

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
X RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
97 FEB 24 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Restated Art. 2/26/97
PC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission date as file date.

February 24, 1997

CSC - CARINA DUNLAP

TALLAHASSEE, FL

SUBJECT: SPARCO CORPORATION
Ref. Number: M21468

~~NO SALES WILL BE MADE~~

We have received your document for SPARCO CORPORATION and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 097A00009561

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPARCO CORPORATION**

FILED
97 FEB 24 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Statutes, SPARCO CORPORATION, a Florida corporation (the "Corporation"), certifies that:

- (1) The original Articles of Incorporation of the Corporation were filed with the Department of State on October 3, 1985;
- (2) The Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors and all of its shareholders as of December 2, 1996;
- (3) The Articles of Incorporation are amended in its entirety to read as follows:

ARTICLE I

NAME

The name and principal address of this Corporation are:

SPARCO CORPORATION
3075 N.W. 107th Avenue
Miami, Florida 33172

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation is authorized to create and issue 500,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation in the State of Florida shall be:

Kelley Drye & Warren LLP
201 South Biscayne Blvd., Suite 2400
Miami, Florida 33131

The name of the registered agent of this Corporation at that address shall be:

Ignacio E. Sánchez, Esq.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The name and street address of the Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

| <u>Name</u> | <u>Street Address</u> |
|----------------------|--|
| Jorge L. de Cespedes | 3075 N.W. 107th Avenue Miami, Florida 33172 |

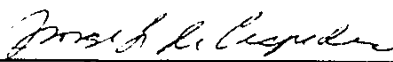
Carlos M. de Cespedes

3075 N.W. 107th Avenue
Miami, Florida 33172

Bertin J. Perez

3075 N.W. 107th Avenue
Miami, Florida 33172

IN WITNESS WHEREOF, the undersigned, President of SPARCO CORPORATION, does execute, subscribe and acknowledge these Amended and Restated Articles of Incorporation and certifies that the facts stated herein are true and correct, at Miami, Florida, this 2nd day of December, 1996.



Jorge M. de Cespedes, President

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, SPARCO CORPORATION, having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Kelley Drye & Warren LLP, 201 South Biscayne Blvd., Suite 2400, Miami Florida 33131, has named Ignacio E. Sánchez, Esq., located thereat as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

Ignacio E. Sánchez, Esq.
Registered Agent